

LAW OFFICES OF
LOUIS E. GITOMER

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

December 18, 2008

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO.

26945-1
FILED

DEC 18 '08

-1 59 PM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release, a secondary document, dated as of December 17, 2008. The primary document to which this is connected is recorded under Recordation No. 26945. We request that one copy of this document be recorded under Recordation No. 26945-D.

The name and address of the party to the Partial Release is:

Security Agent:

Plainfield Direct, Inc., successor in interest to Plainfield Offshore Holdings XI,
Inc.
55 Railroad Avenue
Greenwich, CT 06830

A description of the equipment covered by the Partial Release consists of two GP-9N locomotives numbered RARW 202 and 203.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Honorable Anne K. Quinlan
December 18, 2008
Page 2

A short summary of the document to appear in the index follows: a Partial Release by Plainfield Direct, Inc., successor in interest to Plainfield Offshore Holdings XI, Inc., 55 Railroad Avenue, Greenwich, CT 06830, covering two GP-9N locomotives numbered RARW 202 and 203.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO.

26945-1
FILED

DEC 18 '08

-1 59 PM

PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

THIS PARTIAL RELEASE is made as of December 17, 2008, by PLAINFIELD DIRECT INC., as successor in interest to PLAINFIELD OFFSHORE HOLDINGS XI INC. (the "Security Agent").

WITNESSETH:

1. The Security Agent's predecessor in interest and Rarus Railway Company, Patriot Rarus Acquisition Corp., BGM Equipment Company, Inc., and BOME, L.L.C. (the "Security Providers") have entered that certain Security Agreement dated as of April 30, 2007 (the "Security Agreement").

2. A Memorandum of Security Agreement was recorded with the Surface Transportation Board on May 2, 2007 under Recordation No. 26945.

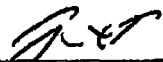
3. Pursuant to the Security Agreement, the Security Providers have requested the Security Agent to execute this Partial Release to evidence for the public record the termination of the Security Agreement, as represented by the Memorandum of Security Agreement, with respect to the Locomotives identified on Exhibit A attached hereto.

4. This Partial Release shall be effective as of the date hereof.

IN WITNESS WHEREOF, the Security Agent has executed or caused this Partial Release to be executed, as of the date first above written.

PLAINFIELD DIRECT INC.
as Security Agent

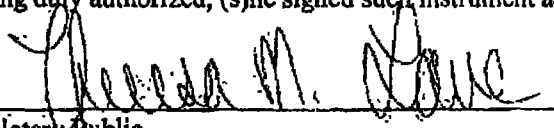
By:


Name: Thomas X. Griffin

Title: Authorized Signatory

STATE OF CONNECTICUT)
) ss.
COUNTY OF FAIRFIELD)

On this 17th day of December, 2008, before me appeared THOMAS X. Fritsch, the person who signed this instrument, who acknowledged that (s)he is the Authorized Individual of PLAINFIELD DIRECT INC., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Notary Public

My commission expires:

November 30, 2010

**EXHIBIT A
TO PARTIAL RELEASE**

DESCRIPTION OF LOCOMOTIVES AND REPORTING MARKS

Two Model GP-9 Diesel Electric Locomotives numbered RARW 202 and 203